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The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets—the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter is shocked to find out that Mary Jane Watson, his girlfriend and sole confidant, can't handle the pressure of being Spider-Man's girlfriend and breaks up with him.

Peter finds a collection of his deceased father's belongings in basement storage. He discovers a video of his life before his parents died in a mysterious plane crash.

Peter goes to visit college student Eddie Brock, the son of his father's partner, to catch up on old times. Eddie and Peter used to play together as kids. Eddie takes Peter to the campus Science Center and shows him a container of frozen black liquid. Peter asks what it is. Eddie says: it's our inheritance.





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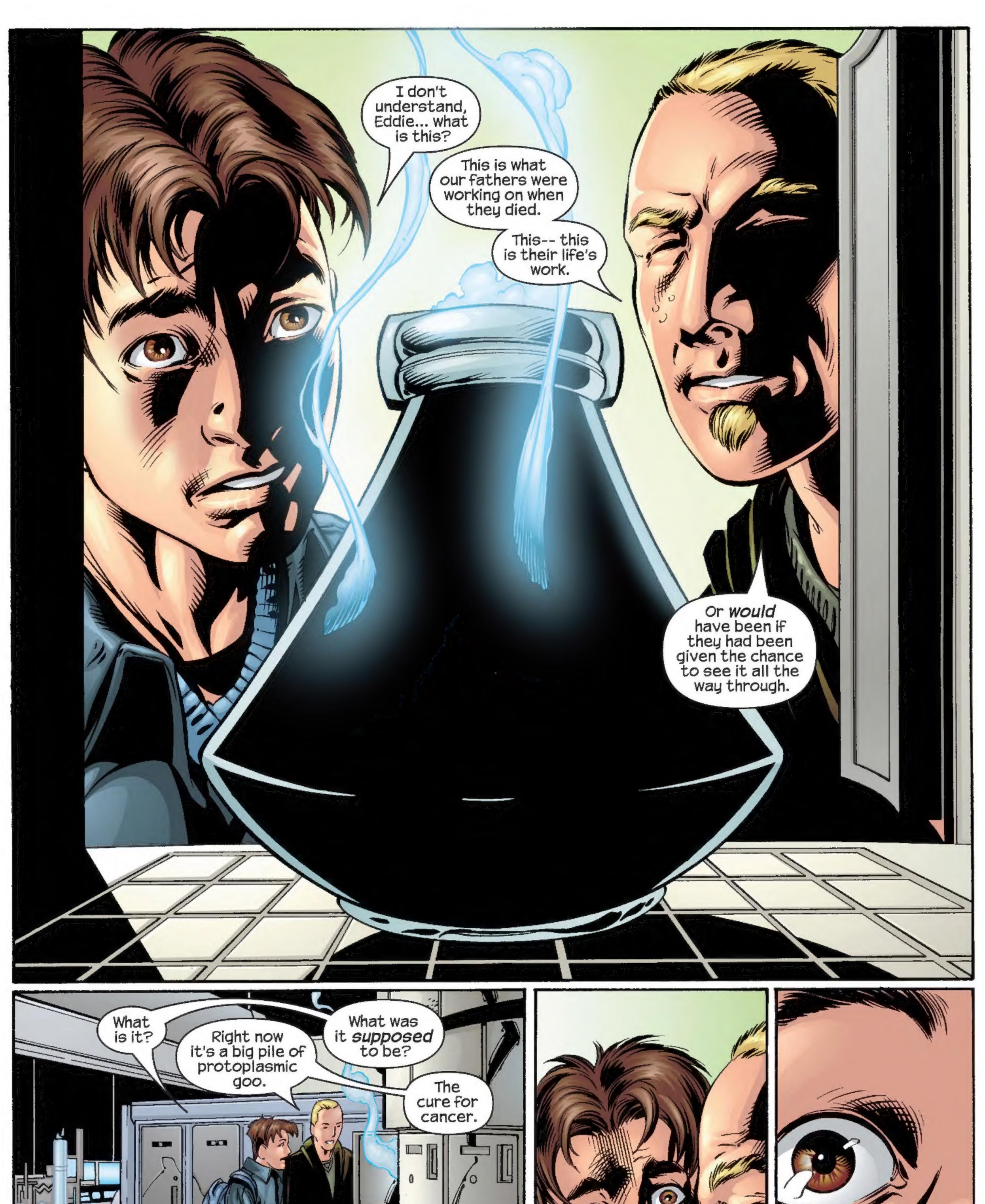
Chris Eliopoulos

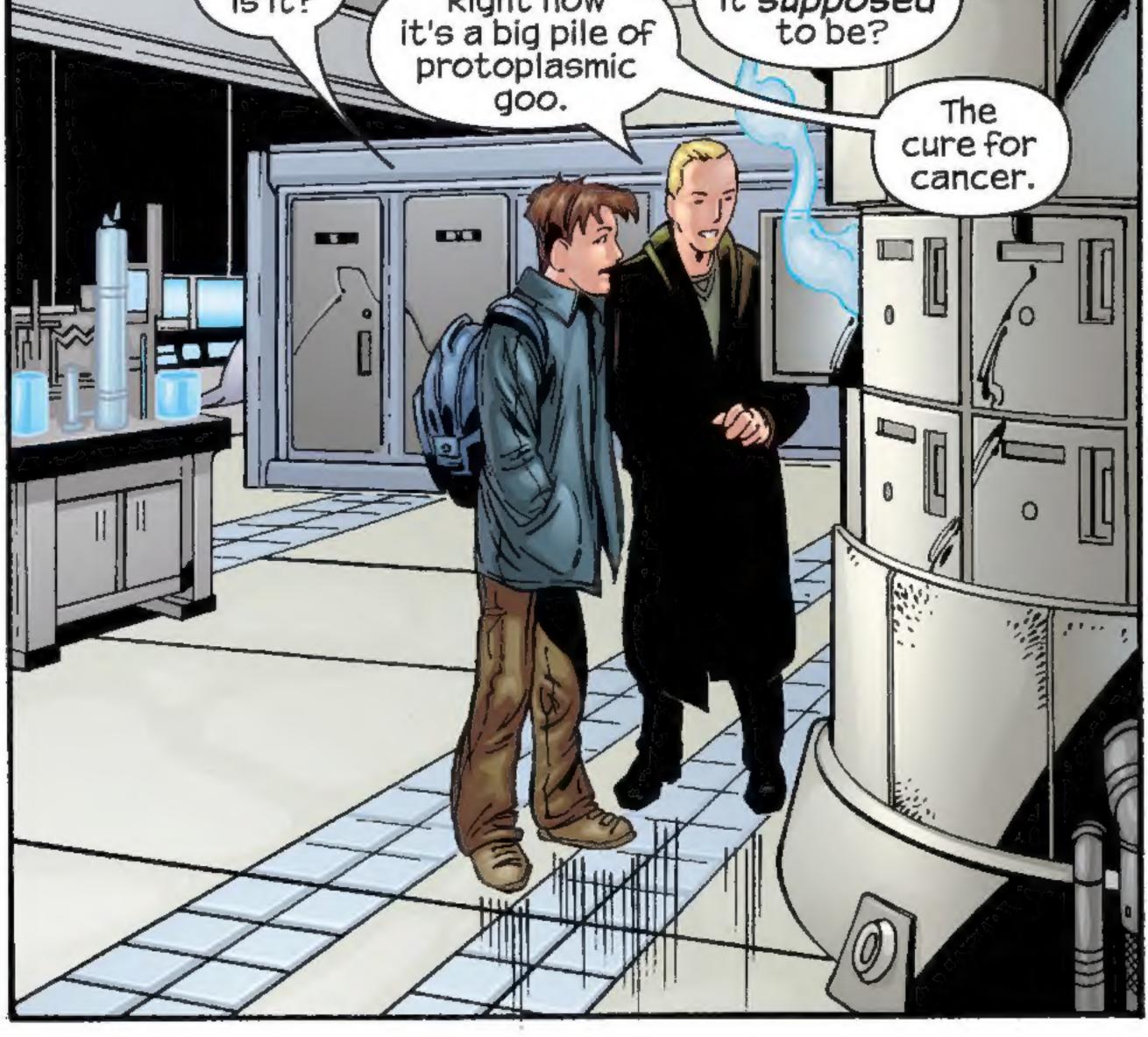
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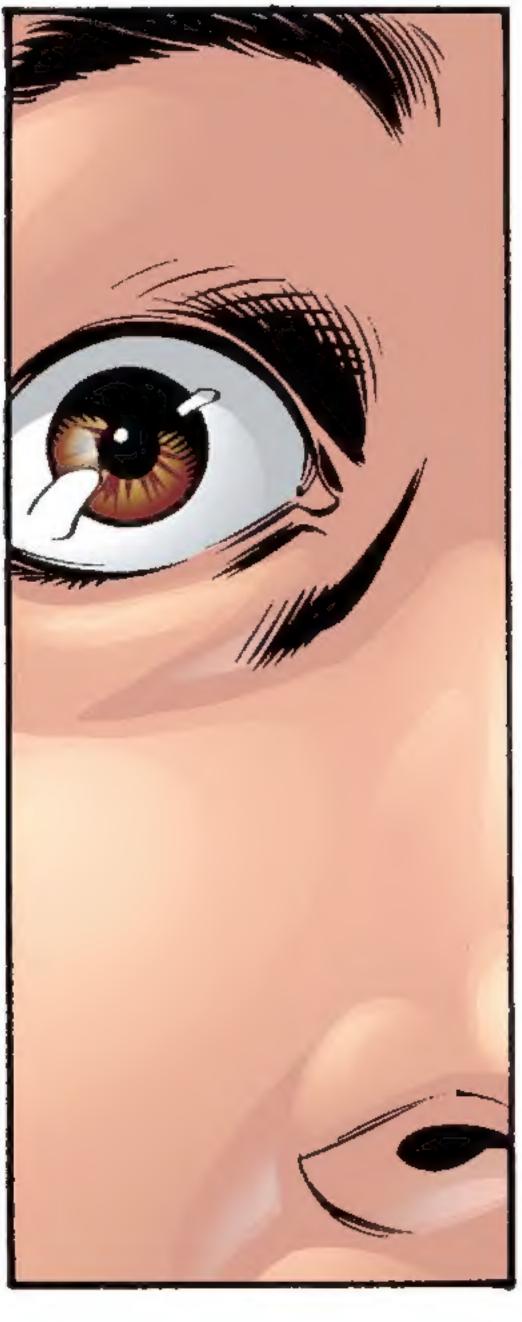
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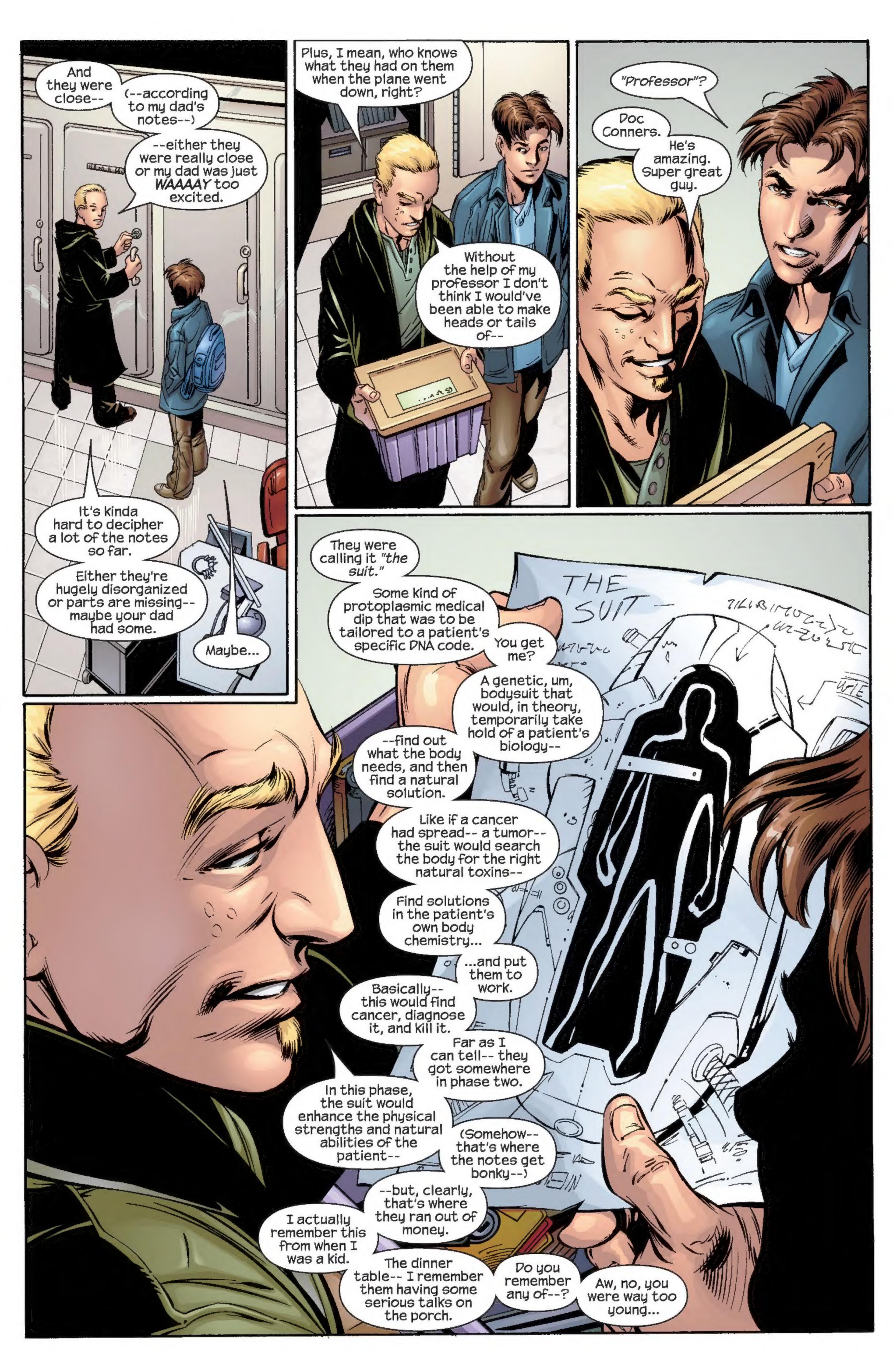
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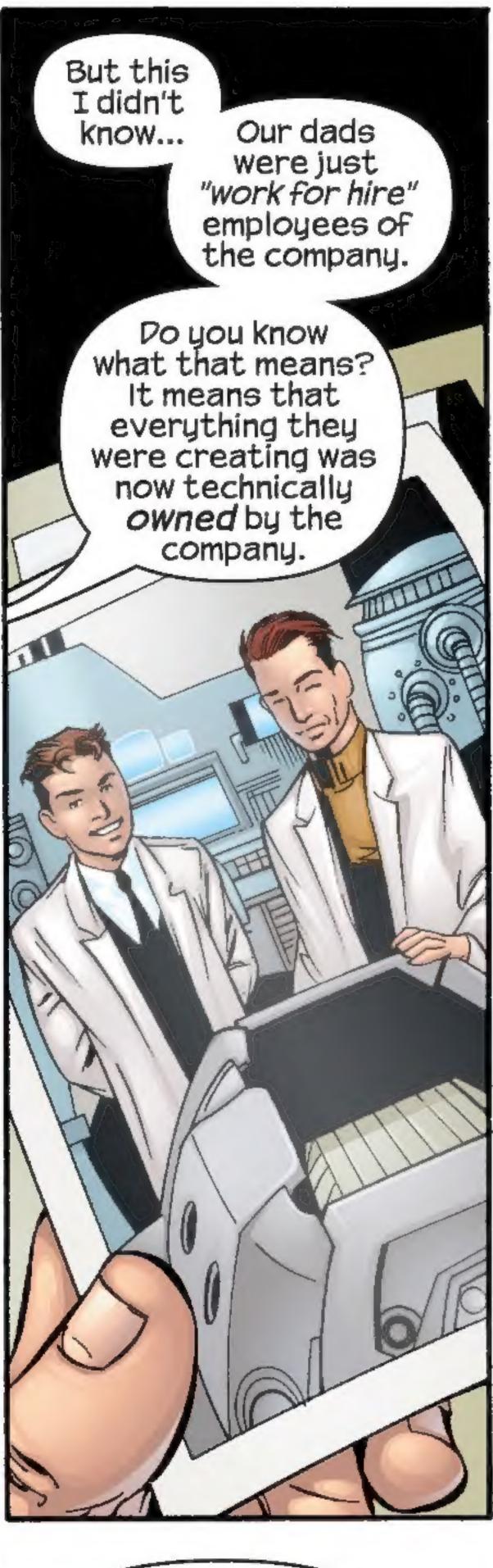


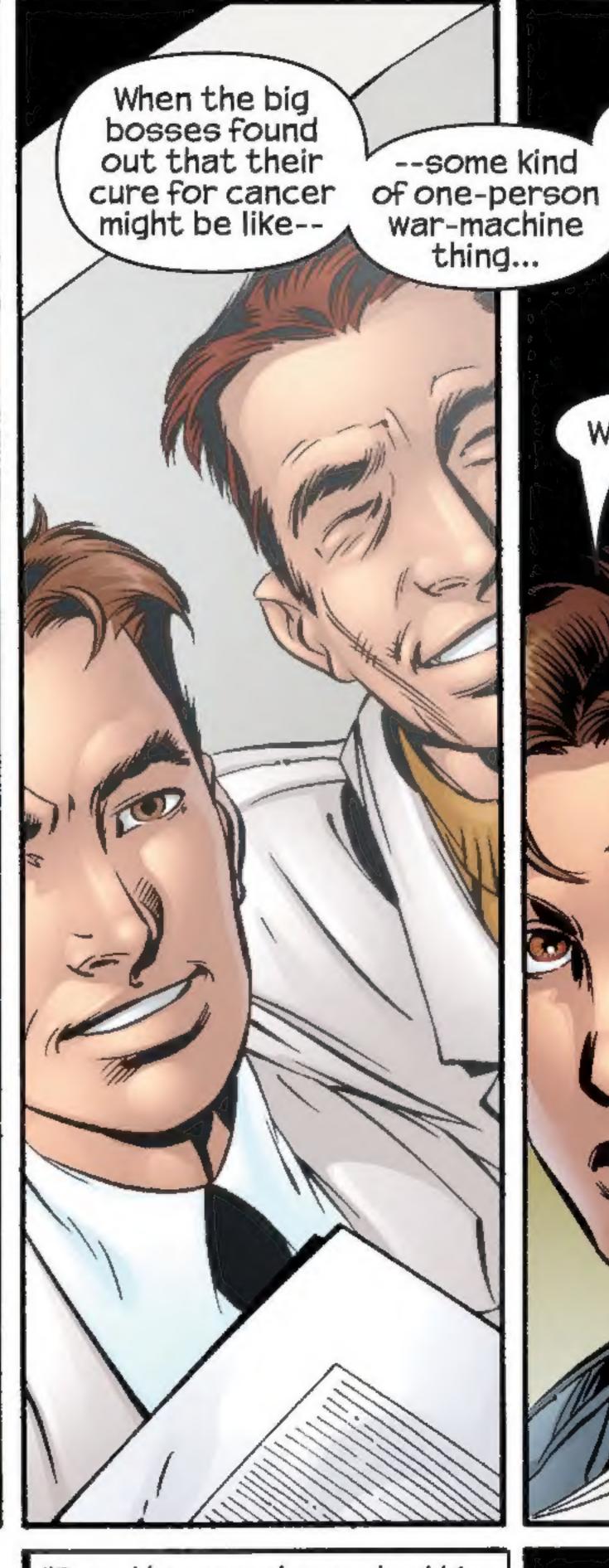




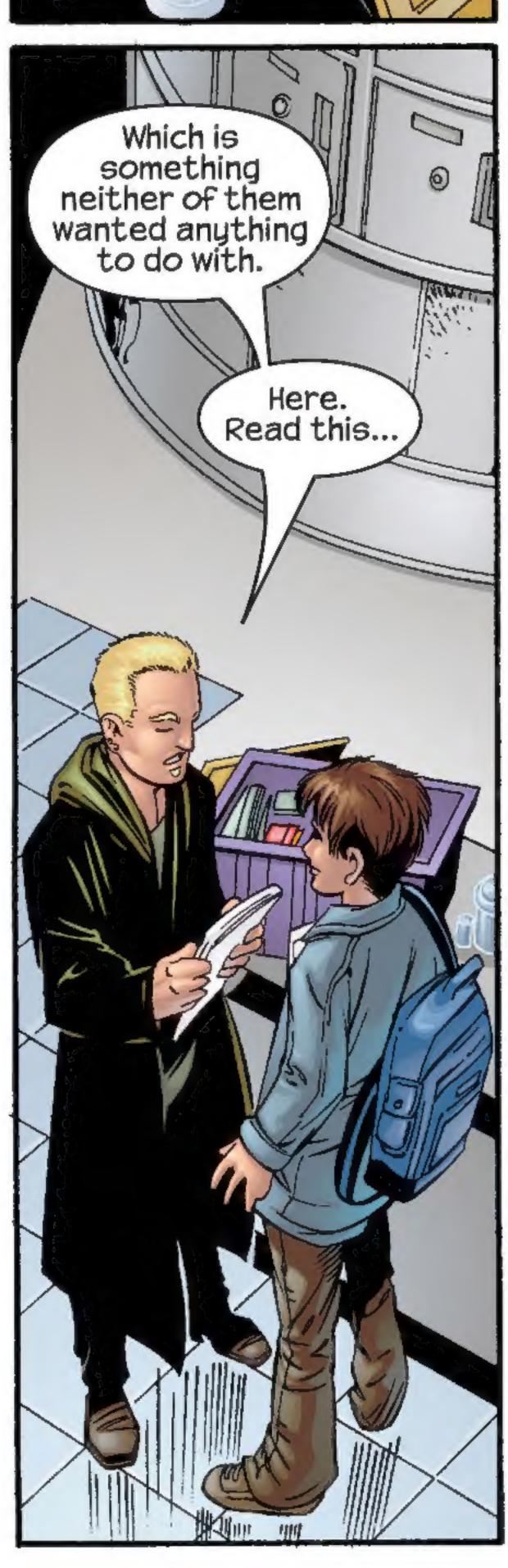
















"Now our days

are going to be

filled with lawyers

and weasels, when all

we really want to do is

finish the project we

both dedicated our

lives and the lives of





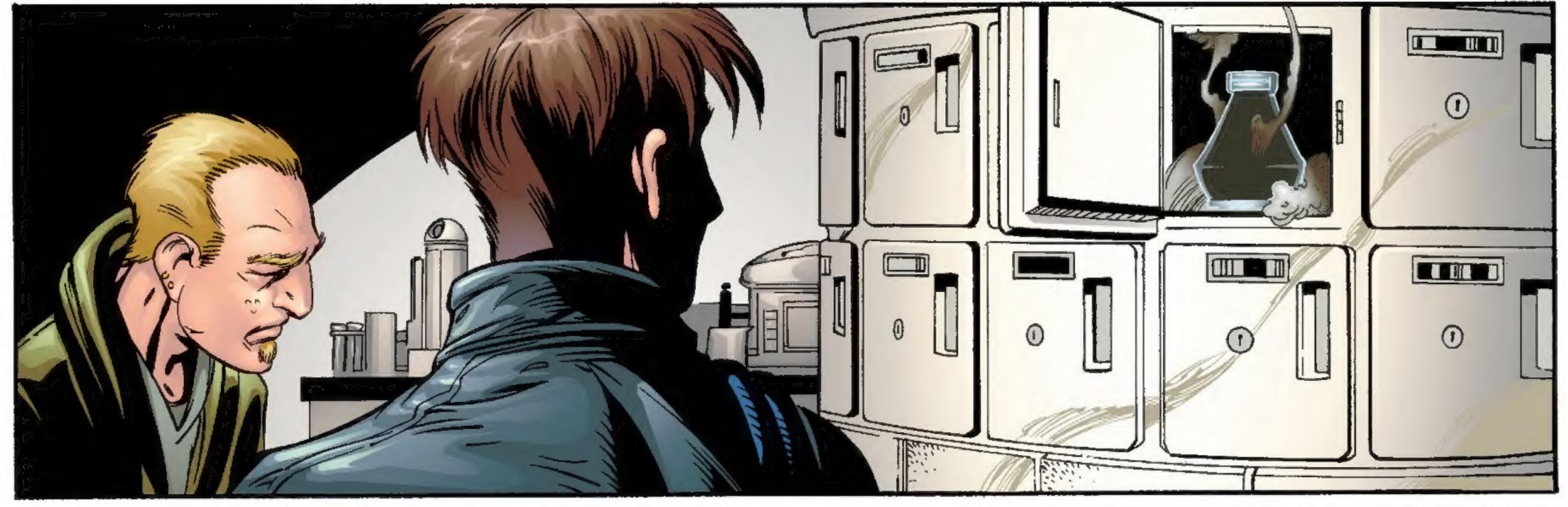


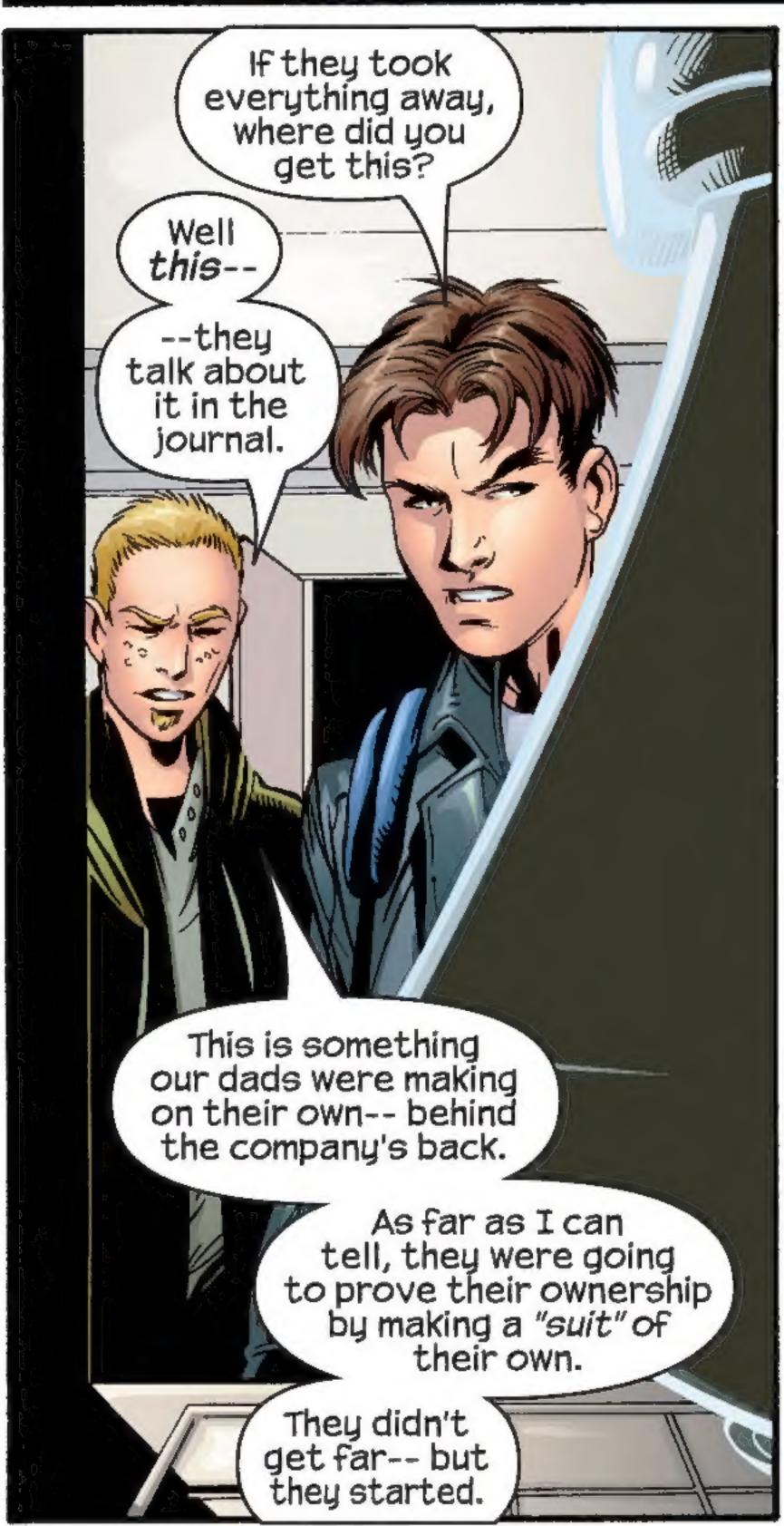






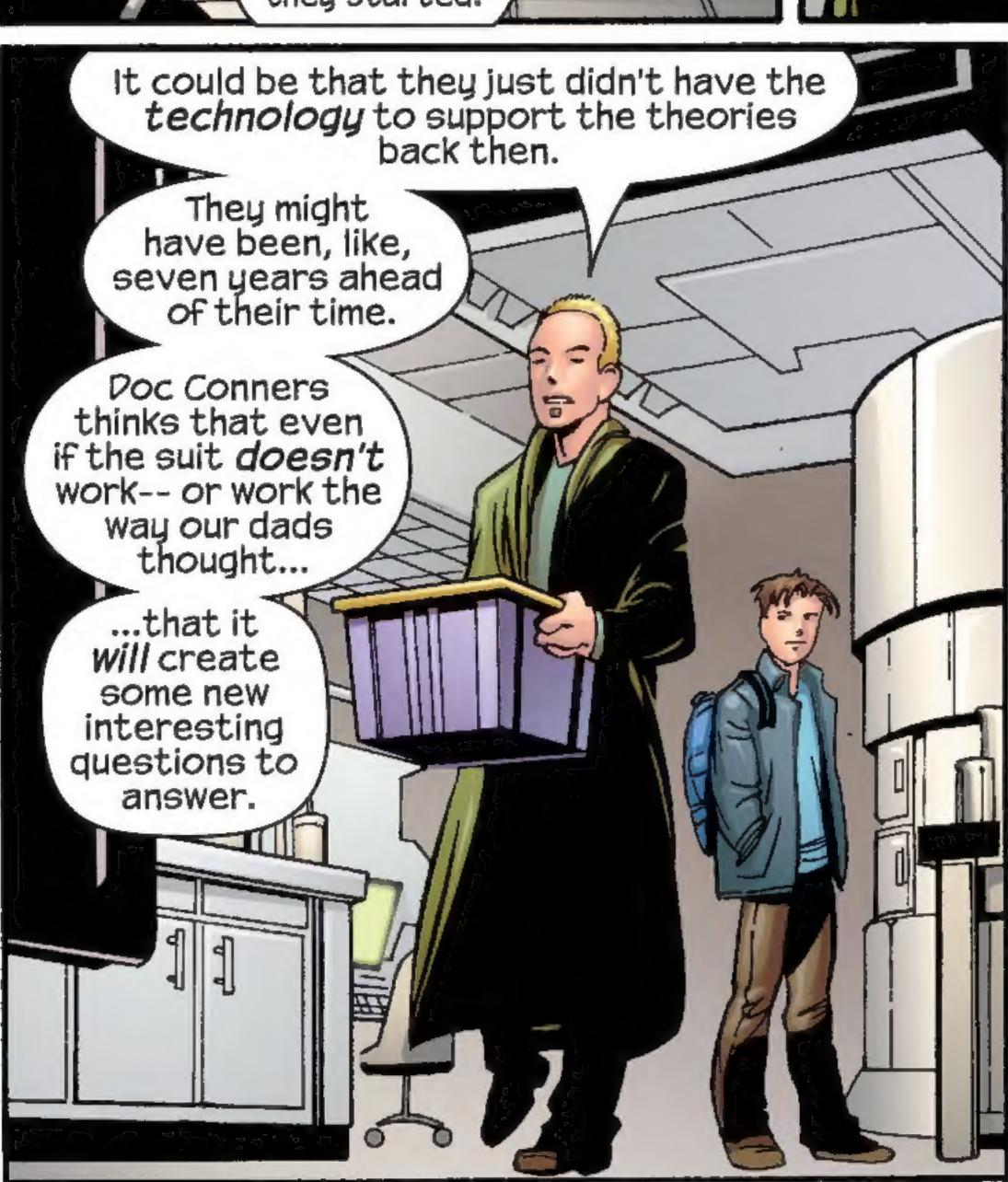


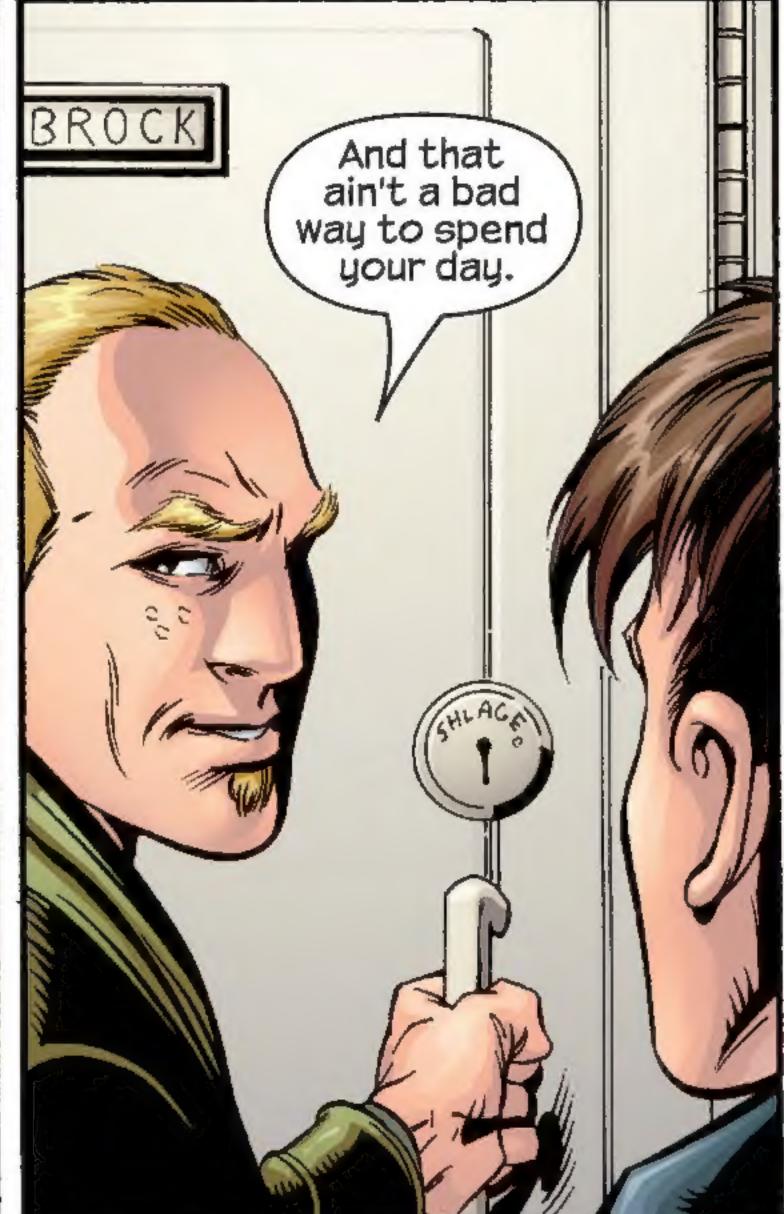




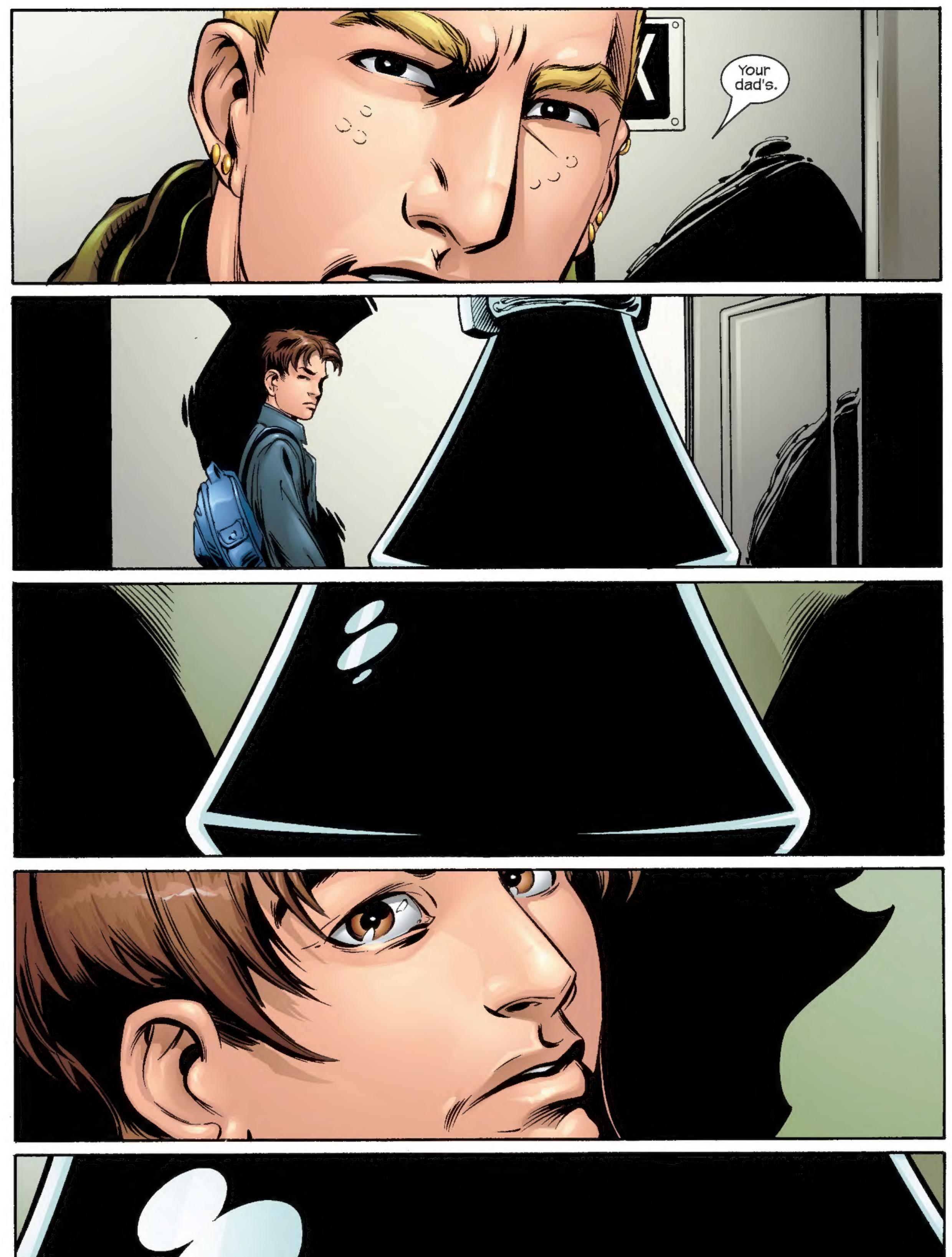


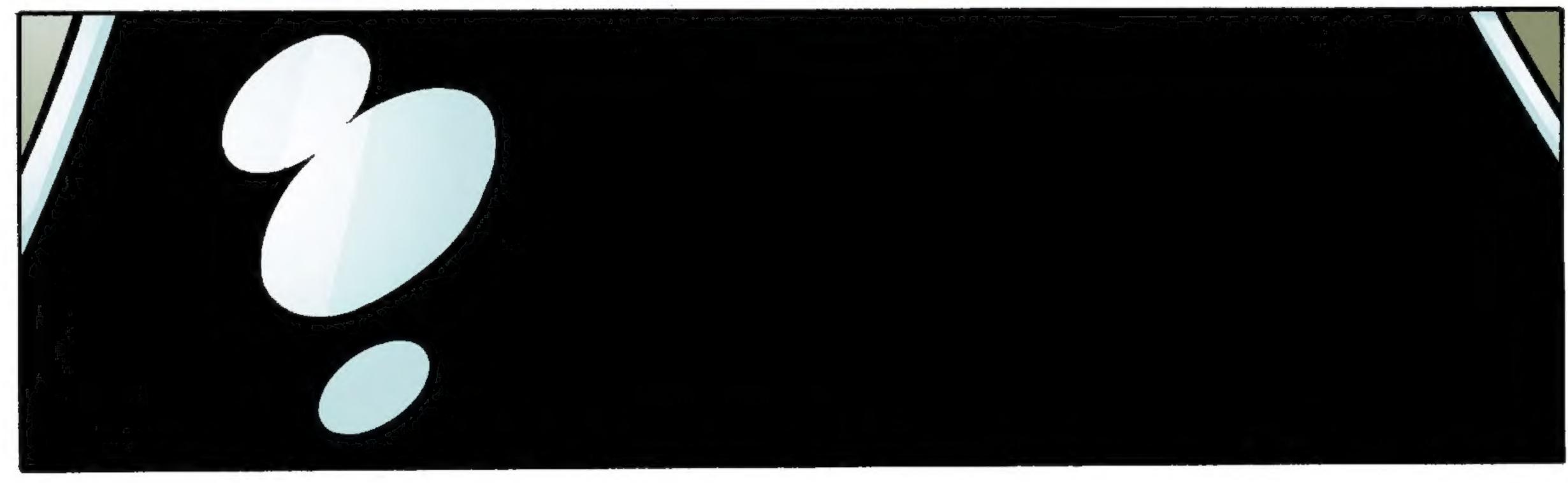


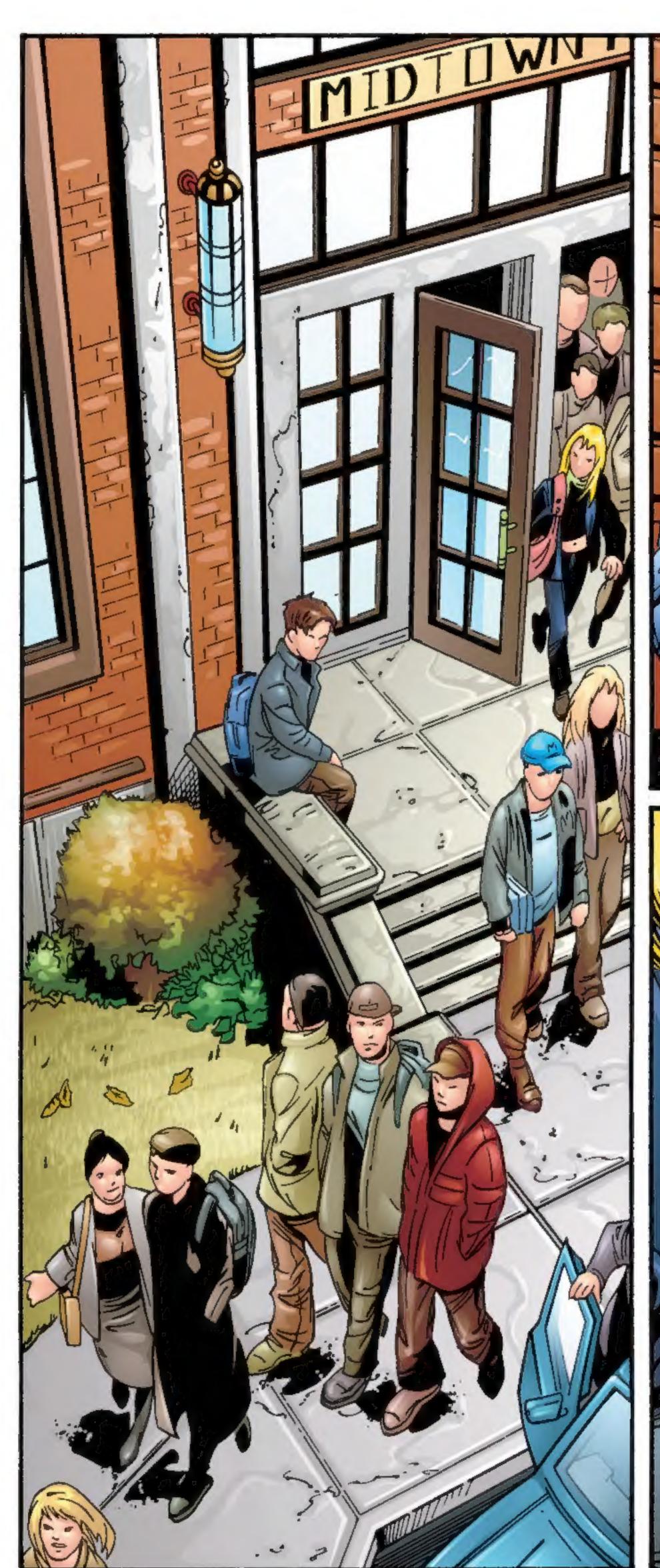








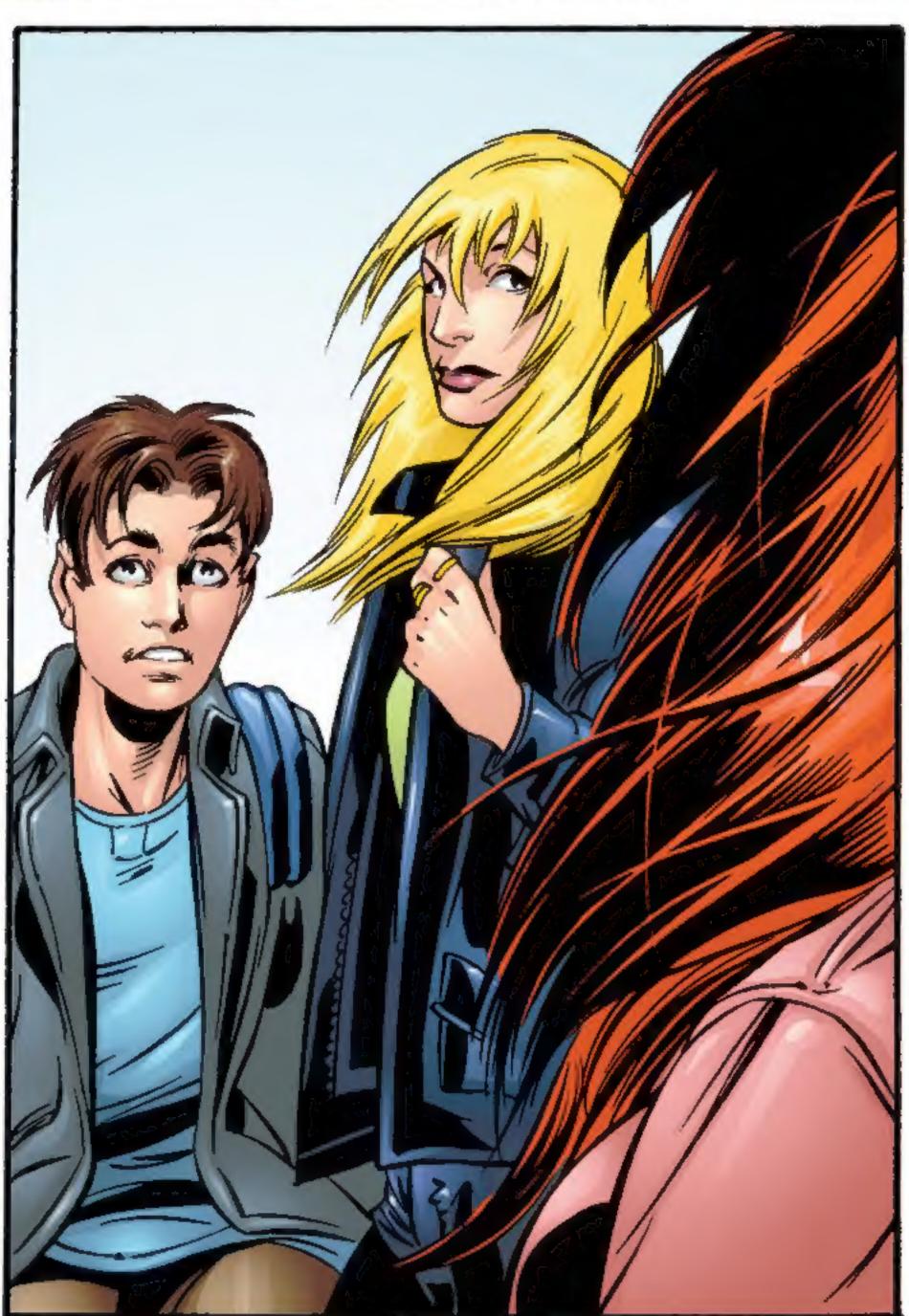






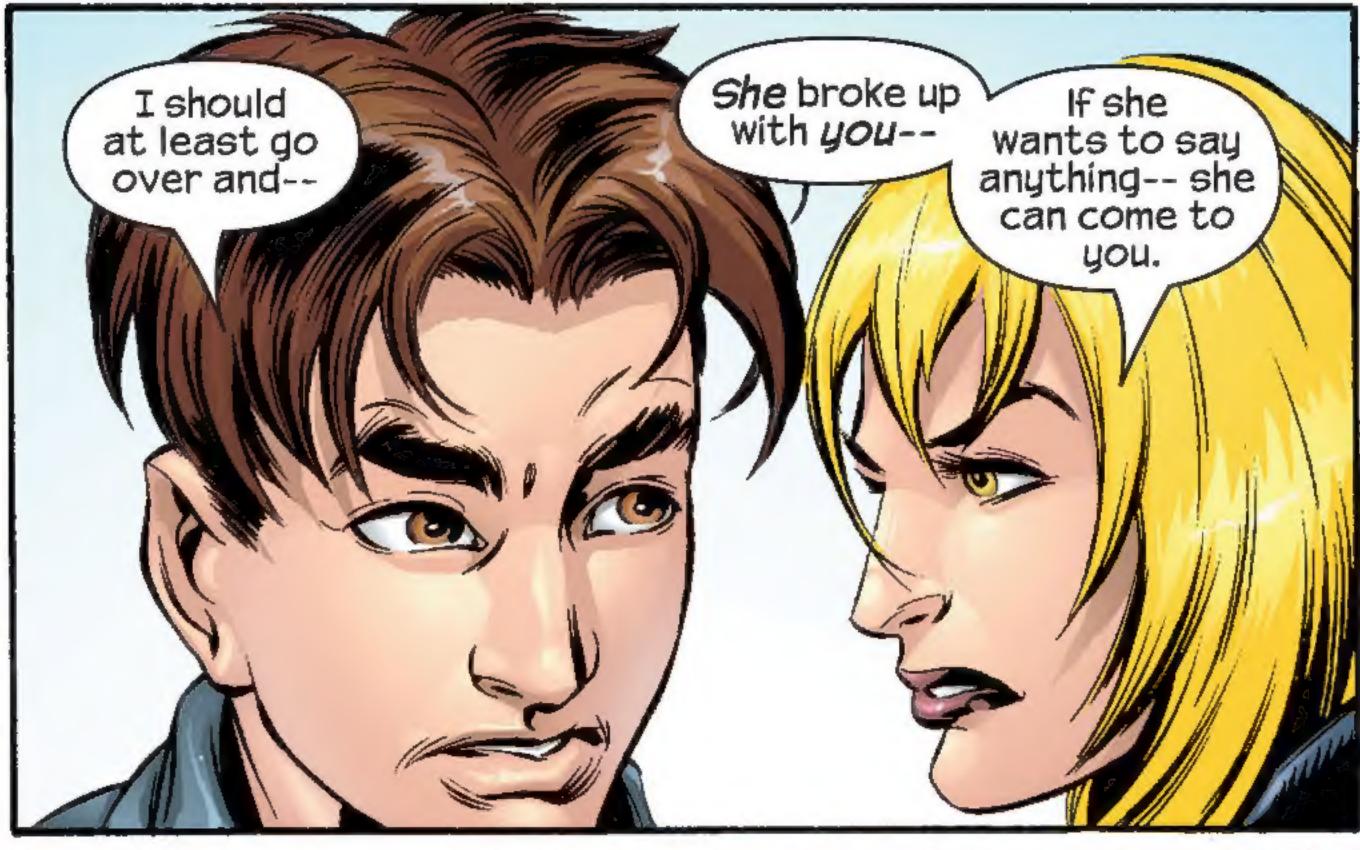










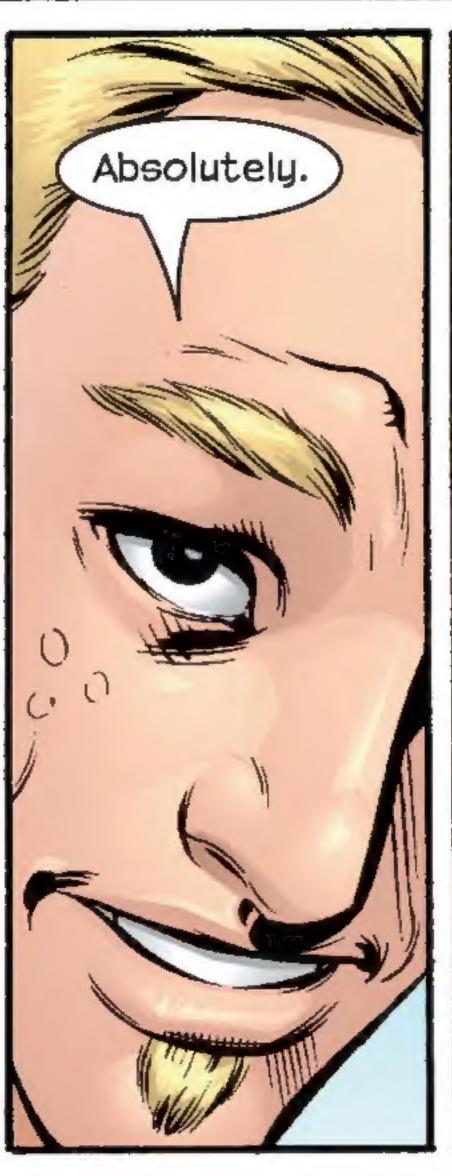








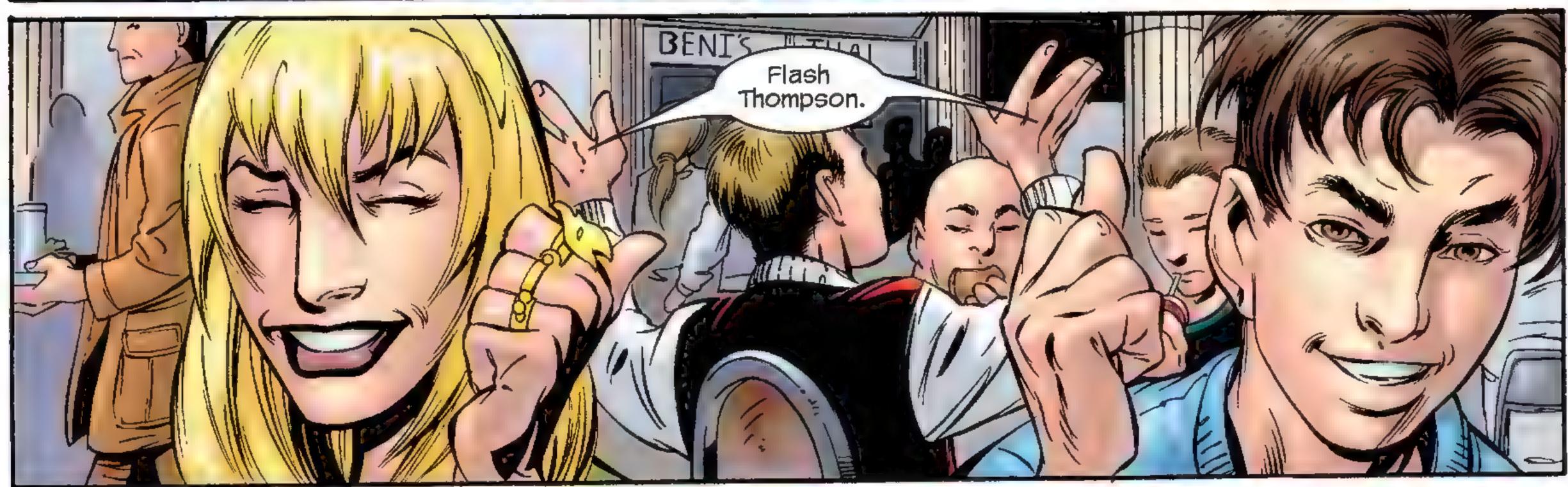










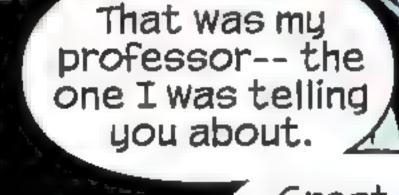






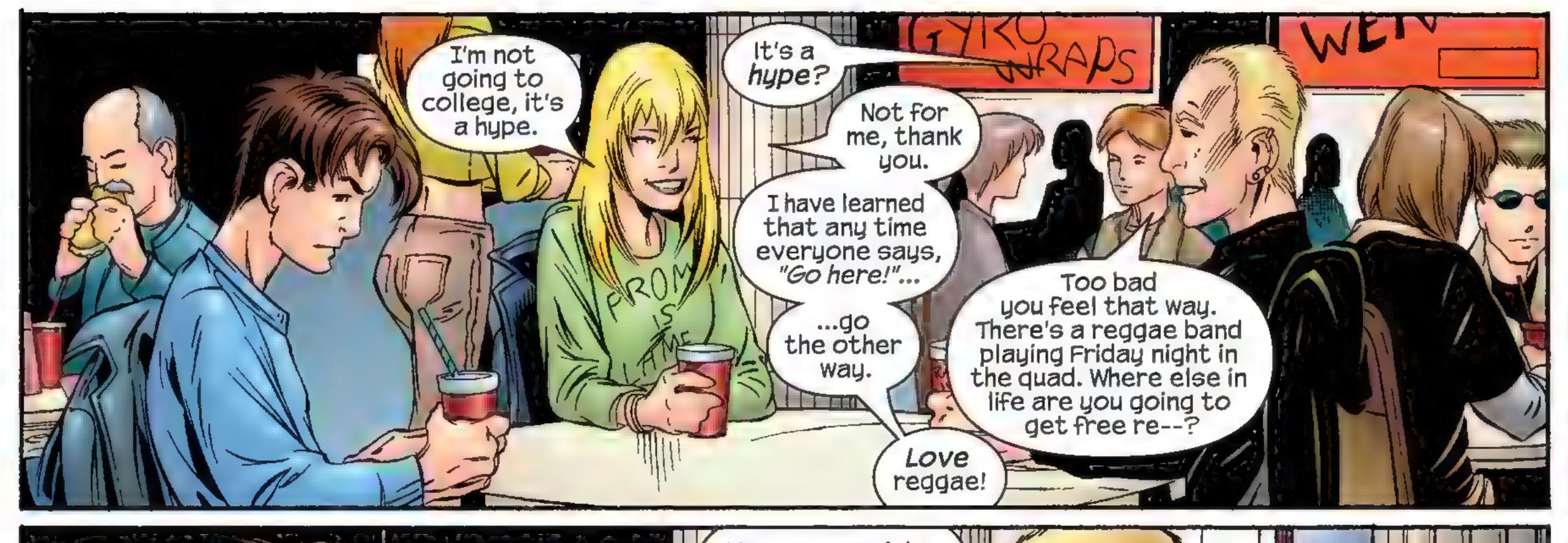






Great guy but he can be a spaz. Something happened with him last year with the university. There's all these rumors...

...he really wants our work on this to go smoothly... and he spazzes sometimes.



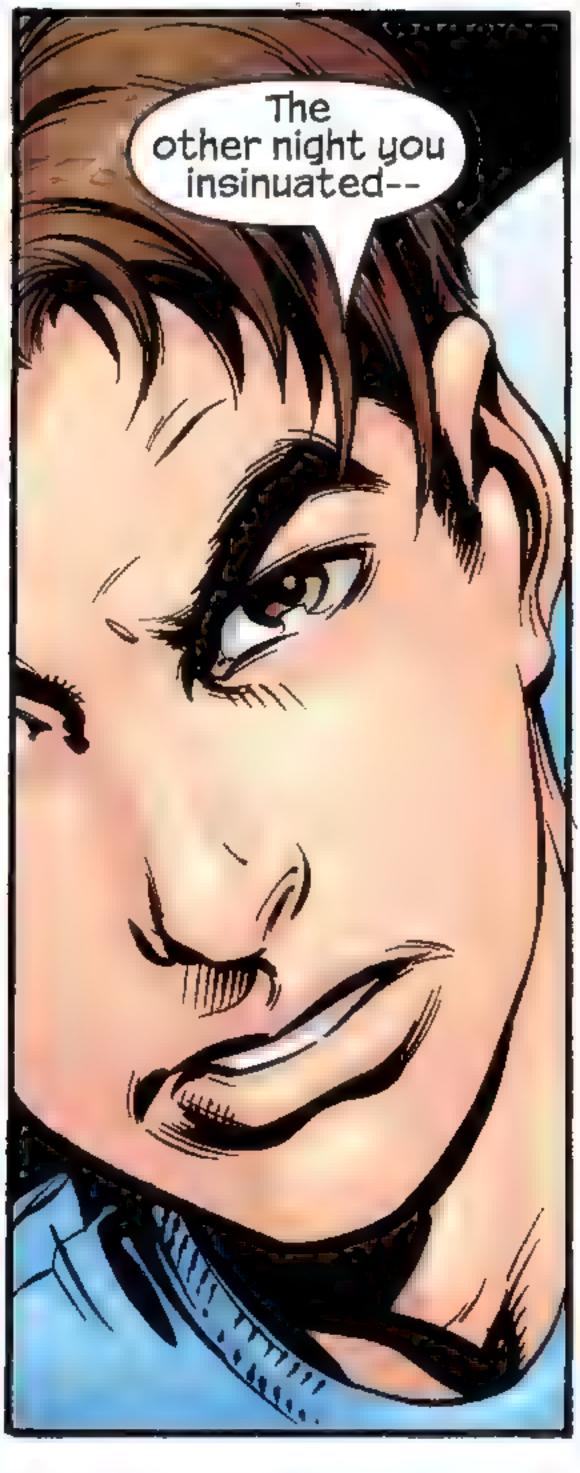
















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